



# STAR PAPER MILLS LIMITED

SAHARANPUR - 247 001 (U.P.) INDIA  
CIN No. :- L21011WB1936PLC008726  
Phones : +91 132 2714101 to 2714105, FAX : +91 132 2714121  
E-mail : star.sre@starpapers.com, Web : www.starpapers.com



C/SA/SE/413

25<sup>th</sup> April, 2023

To,

(1) The National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex  
Bandra(E)  
Mumbai-400051.

Symbol: 'STAR PAPER'

(2) The BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400001.

Scrip code: '516022'

Sir,

## Sub: Postal Ballot Notice

We are enclosing herewith a copy of the Postal Ballot Notice dt. 17<sup>th</sup> April, 2023 e-mailed to Shareholders of the company.

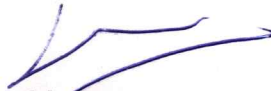
The aforesaid Postal Ballot Notice is in connection with the proposal to obtain Shareholders' approval for appointment of Dr. (Mrs) Sheela Bhide (DIN:01843547) as non-executive independent director of the company for a period of 5 years. The Postal Ballot Notice is also uploaded on website of the company.

This is for your information and record.

Kindly acknowledge the receipt.

Thanking you

Yours faithfully,  
For Star Paper Mills Limited

  
Saurabh Arora  
Company Secretary  
Mem. No-FCS9860



encl: a/a

An ISO 9001 (QMS), ISO 14001 (EMS) & 18001 (OHSMS) Certified Company

Regd. Office : Duncan House, 2<sup>nd</sup> Floor, 31, Netaji Subhash Road, Kolkata-700001, Ph. : 2242-7380-83 (4Lines), Fax: 033-22437383

## STAR PAPER MILLS LIMITED

CIN-L21011WB1936PLC008726

Registered Office: Duncan House, 2<sup>nd</sup> Floor, 31 Netaji Subhas Road, Kolkata – 700 001.

Ph: (033) 22427380, 40051697; e-mail: star.cal@starpapers.com; website: www.starpapers.com

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings ('SS-2'), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circulars No.14/ 2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 and any other circulars issued from time to time by MCA (collectively the 'MCA Circulars'), the Resolution as set out hereunder is proposed for approval by the Members of the Company as a Special Resolution, by means of Postal Ballot by voting through electronic means ('remote e-voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons/ rationale pertaining to the said Resolution are annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

#### SPECIAL BUSINESS

Item No.1 - To approve appointment of Dr. (Mrs) Sheela Bhide (DIN: 01843547) as Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or reenactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Dr. (Mrs) Sheela Bhide (DIN: 01843547) , who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from 7<sup>th</sup> April, 2023, and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 7<sup>th</sup> April, 2023 to 6<sup>th</sup> April, 2028, not subject to retirement

by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(IA) of Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations (Amendment) Regulations, 2018 and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the approval of the members of the Company be and is hereby also accorded to continue the Directorship of Dr. (Mrs) Sheela Bhide (DIN: 01843547), as Independent Director of the Company, who will attain the age of 75 years during the five years tenure of her appointment.”

“**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

**For Star Paper Mills Limited**

**-sd-**

**Saurabh Arora**  
Company Secretary

Date: 17<sup>th</sup> April, 2023  
Place: Saharanpur-UP

**NOTES AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the proposed resolution given in this Postal Ballot Notice, the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as an Annexure to the Postal Ballot Notice.

2. In line with the Circulars issued by the Ministry of Corporate Affairs vide General Circulars No.14/ 2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 and any other circulars issued from time to time by MCA (collectively the 'MCA Circulars'), the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 21<sup>st</sup> April, 2023 ("cut-off date"). Members may please note that the Postal Ballot Notice will also be available on company's website <https://www.starpapers.com> and on the websites of Stock Exchanges, i.e. the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

3. In accordance with the provisions of the MCA Circular, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.

4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited (KFINTECH), Selenium, Tower-B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032 Phone: 18003094001, e-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), website-[www.ris.kfintech.com](http://www.ris.kfintech.com)
5. Resolution passed by the shareholders through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 21<sup>st</sup> April, 2023, being the cut-off date and shall be in proportion to Members' shareholding in the paid-up equity share capital of the Company. A person who is not a shareholder on the relevant date should treat this notice for information purposes only.
7. Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional/ Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's Resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at [debabrata@ddc.org.in](mailto:debabrata@ddc.org.in). The scanned image of the above documents should be in the naming format "Corporate Name".
8. Documents related to Postal Ballot Notice will be available for inspection at the Registered Office of the Company during office hours from 11.00 AM. to 2.00 PM. on all working days until closure of time for casting vote through remote e-voting, subject to the COVID-19 protocol as applicable and also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the time of closure of the voting period. Members seeking to inspect such documents can send an e-mail to [star.cal@starpapers.com](mailto:star.cal@starpapers.com)
9. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by 'KFINTECH', on the resolution set forth in this Postal Ballot Notice.
10. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts/ websites of Depositories/ D.P thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
11. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
12. The remote e-voting facility will be available during the following period: **Commencement of remote e-voting: 09.00 A.M. (IST) on Thursday, 27<sup>th</sup> April, 2023; End of remote e-voting: 05.00 P.M. (IST) on Friday, 26<sup>th</sup> May, 2023.** The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled upon expiry of the aforesaid period.
13. Mr. Debabrata Dutt, FCS-5401, Prop. of M/s D. Dutt & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the Postal Ballot process and the remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed as such.
14. The Scrutinizer will submit his consolidated report to the Chairman, or the Company Secretary, after

completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or the Company Secretary on or before 29<sup>th</sup> May, 2023. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the last date of remote e-voting i.e., Friday, 26<sup>th</sup> May, 2023. The Scrutinizer's decision on the validity of votes cast will be final.

15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.starpapers.com](http://www.starpapers.com) and on the website of 'KFINTECH' at [www.evoting.kfintech.com](http://www.evoting.kfintech.com) immediately after the result is declared by the Company and the same shall simultaneously be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The results shall also be displayed at the Registered Office of the Company.

16. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company/ RTA/ Depositories) shall be entitled to vote in respect of the proposed resolutions, in accordance with the process specified in this Postal Ballot Notice.

17. Shareholders who have still not registered their email IDs are requested to do so at the earliest as under:  
 (i) Shareholders holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant where they maintain their demat accounts.  
 (ii) Shareholders holding shares in physical mode or who have not registered/updated their email address are requested to register their email ID with 'KFINTECH'. Requests can be sent by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

18. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

19. SEBI has mandated the submission of PAN, KYC details and nomination by physical shareholders vide its Circular dated November 3, 2021, December 14, 2021 and March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)/by post. The forms for KYC updation are available at <https://www.starpapers.com>. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

20. The detailed process and manner for remote e-voting are explained herein below:

**(a) Information and instructions for 'remote e-voting' by individual shareholders holding shares in demat form:**

As per SEBI circular dated 9<sup>th</sup> Dec., 2020 on e-voting facility provided by Listed Companies, all individual shareholders holding shares of the company in demat form can cast their votes by way of single login credentials, through their demat accounts/website of Depositories/ Depositories Participants. The procedure to login and access remote e-voting as devised by Depositories/ Depositories Participants is given below:

Type of shareholders	Login Method
Individual Shareholders holding	<b>1. User already registered for IDeAS facility:</b> I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on

securities in demat mode with NSDL

“Access to e-Voting”

- IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.

**2. User not registered for IDeAS e-Services**

- I. To register click on link : <https://eservices.nsd.com>
- II. Select “Register Online for IDeAS” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- III. Proceed with completing the required fields.
- IV. Follow steps given in point 1.

**3. Alternatively by directly accessing the e-Voting website of NSDL**

- I. Open URL: <https://www.evoting.nsd.com/>
- II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
- IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.
- V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

**4. NSDL Mobile App**

Members can also download the NSDL Mobile App “NSDL Speede” facility for seamless voting experience. NSDL Mobile app is available on App Store & Google Play.

Individual Shareholders holding securities in demat mode with CDSL

**1. Existing user who have opted for Easi / Easiest**

- I. Visit URL: <https://web.cdslindia.com/myeasi/home/login> or URL: [www.cdslindia.com](http://www.cdslindia.com)
- II. Click on New System Myeasi
- III. Login with your registered user id and password.
- IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.
- V. Click on e-Voting service provider name to cast your vote.

**2. User not registered for Easi/Easiest**

- I. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- II. Proceed with completing the required fields.
- III. Follow the steps given in point 1

**3. Alternatively, by directly accessing the e-Voting website of CDSL**

- I. Visit URL: [www.cdslindia.com](http://www.cdslindia.com)
- II. Provide your demat Account Number and PAN No.
- III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- IV. After successful authentication, user will be provided links for the respective ESP, i.e **KFintech** where the e- Voting is in progress.

Individual Shareholder

- I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option,

login through their demat accounts / Website of Depository Participant	<p>you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>
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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

**Login type**

**Helpdesk details**

Securities held with NSDL Please contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at 022-48867000 or 022-24997000

Securities held with CDSL Please contact CDSL helpdesk by sending a request at [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or contact at 022- 23058738 or 022-23058542-43

**(b) Information and instructions for 'remote e-voting' by shareholders other than individuals holding shares in demat form and all other shareholders holding shares in physical mode:**

**(A) Instructions for Members whose e-mail IDs are registered with the company/depository participants:**

Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFINTECH which will include details of E-voting Event Number (EVEN), User ID and password. They will have to follow the following process-

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii) Members can cast their vote online from Thursday 27<sup>th</sup> April, 2023 at 9:00 A.M. (IST) to Friday 26<sup>th</sup> May, 2023, at 5:00 P.M (IST).
- iii) Enter the login credentials (i.e. user-id & password) . In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your vote.
- iv) After entering these details appropriately, click on “LOGIN”.
- v) You will now reach Password Change menu wherein you are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email ID etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the 'E-voting Event No.' of Star Paper Mills Ltd.
- viii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x) You may cast your vote by selecting appropriate option and click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click "OK", else "CANCEL" to modify.
- xi) Once you 'CONFIRM', you will not be allowed to modify your vote.
- xii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    - 1. Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
    - 2. Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    - 3. Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - b. A member may call Kfintech's toll free number 1-800-309-4001 or send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).

In case of any query or grievance, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> or contact at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or toll free number as given above.

xiii) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [debabrata@ddc.org.in](mailto:debabrata@ddc.org.in) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com). The file scanned image/pdf file of the board resolution should be in the naming format "Corporate Name"

**(B) Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced**

- i. Members, who have not registered their email address, thereby not being in receipt of the Postal Ballot Notice and e-voting instructions, may temporarily get their email address and mobile number submitted with 'KFINTECH', by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with User ID and Password. In case of any queries, members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).



- iii. Alternatively, members may send an email request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

### **Explanatory statement pursuant to Sections 102 (1) and 110 of the Companies Act, 2013 (“Act”)**

The following Statement sets out all material facts relating to Item No. 1 mentioned in the accompanying Notice:

Based on the recommendation of Nomination & Committee, the Board of Directors has appointed Dr. (Mrs) Sheela Bhide (DIN: 01843547) as an Additional Director (Non-Executive) of the Company in Non-Executive & Independent Director category under Section 161 of the Companies Act, 2013 (“the Act”) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company with effect from 7<sup>th</sup> April, 2023.

As per the terms of amendment in the Listing Regulations effective from January 01, 2022, a listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Dr. (Mrs) Sheela Bhide as an Additional Director (Non-Executive & Independent category) would require approval of Members of the Company. Further in this regard, the Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Dr. (Mrs) Sheela Bhide (DIN: 01843547) for appointment as an Independent Director of the Company. In the opinion of the Board, Dr. (Mrs) Bhide is a person of integrity and her appointment as an Independent Director of the Company would be in the interest of the Company considering her qualifications, vast knowledge, background and expertise. Dr. (Mrs) Bhide fulfills the skills matrix requirements laid down by the Company for its Directors. Further, in the opinion of the Board, Dr. (Mrs) Bhide also fulfils the required conditions specified in the Act, Rules made thereunder and the Listing Regulations for appointment as an Independent Director and she is independent of the Management of the Company. In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an Independent Director requires approval of the members of the Company. Further, as per the provisions of Section 149 of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Dr. (Mrs) Bhide has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Board recommends her appointment as an Independent Director for a period of five (5) consecutive years beginning from 7<sup>th</sup> April, 2023, to 6<sup>th</sup> April, 2028.

The Board also recommends payment of sitting fees, reimbursements and other remuneration, if any to her as payable to Independent Directors of the company accordance with the provisions of the Companies Act, 2013. Dr. (Mrs) Bhide presently, 74 would be attaining the age of 75 years during the tenure. Therefore, pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and

Disclosure Requirements), (Amendment) Regulations, 2018, to retain her services as independent director of the company who is having rich experience in finance, management, corporate governance etc., consent of the Members is required by way of a Special Resolution. Hence in compliance with the provisions of Section 149 read with Schedule IV of the Act, and in terms of Regulations 17(1A), 17(1) (C) & 25 (2A) of the Listing Regulations and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointment of Dr. (Mrs) Sheela Bhide as an Independent Director is now being placed before the Members for their approval.

The details of Dr. (Mrs) Sheela Bhide as required to be given in terms of Regulation 36 of the Listing Regulations are as under:

Dr. (Mrs) Bhide holds a doctorate in international trade from the Institute of International Studies, Geneva, a Master's degree in economics from George Mason University, USA and a master's in Public Administration from John F. Kennedy School of Government, Harvard University, USA. She also holds a Masters' degree in Business Administration (MBA) in finance from IGNOU and an M.A in Political Science.

Dr (Ms) Sheela Bhide belongs to the 1973 branch of the Indian Administrative Service (IAS) and has handled several prominent positions in her 41 year-long career including Chairman and Managing Director, India Trade Promotion Organisation – Ministry of Commerce, Additional Secretary and Financial Advisor, Ministry of External Affairs & Ministry of Defence- Government of India, Joint Secretary, Ministry of Corporate Affairs and Principal Secretary, Finance & Industries and Commerce Department – Government of Andhra Pradesh.

Dr (Ms) Sheela Bhide is also an Independent Director on the board of Ahluwalia Contracts (India) Limited, Rane Holdings Limited. She also serves as a director in Gati-Kintetsu Express Private Ltd., Suryoday Foundation and Chairperson of Women Entrepreneurs International Trade and Technology Centre.

**The other details are as under:**

<b>S.N.</b>	<b>Particulars</b>	<b>Details of Director</b>
1	Name of Director	Dr. (Mrs) Sheela Bhide(DIN: 01843547)
2	Age	74 years
3	Qualifications	PhD., IAS, MA (Eco. & Political Science), MBA, MPA
4	Experience & nature of expertise in specific functional areas	41 Years, expertise in Finance, Management, Administration and Corporate Governance
5	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees within the limits prescribed by the Companies Act, 2013.
6	Date of first appointment to the Board	7 <sup>th</sup> April, 2023
7	Shareholding in the Company, including shareholding as a beneficial owner	Nil

8	Relationship with other Directors / KMPs	Mrs. Bhide is not related to any of the Directors of the Company
9	No. of meetings attended during the year	Nil
10	In case of Independent Directors, justification for choosing the appointee	Considering the skills, expertise and competencies possessed by Dr. (Mrs.) Bhide, it is felt that the Company would be benefitted by her rich experience and expertise.
11	Directorships, Memberships/Chairperson of Committees:	
	<b>Name of Companies in which a director</b>	<b>Name of Committee in which Chairperson/Member</b>
	i) Ahluwalia Contracts (India) Limited	Nil
	ii) Rane Holdings Limited	<b>Member</b> -Audit Committee, Nomination & Rem. Committee, CSR Committee. <b>Chairperson</b> -Stakeholders' Relationship Committee
	iii) Gati-Kintetsu Express Private Ltd	<b>Member</b> -Nomination & Rem. Committee, CSR Committee
12	Listed entities from which the appointee has resigned in past three years	None
13	Skills and capabilities required for the role as an independent director	Mrs. Bhide possesses the requisite skills / expertise / competencies for her appointment as the Independent Director of the Company

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Dr. (Mrs.) Sheela Bhide (DIN: 01843547) as an Independent Director is now being placed before the shareholders for their approval.

The Board of Directors recommend passing of the Special Resolution for appointment of Dr. (Mrs) Sheela Bhide as an Independent Director of the Company for a term of five consecutive years. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.1 of the accompanying Notice.

Except for Dr. (Mrs) Sheela Bhide, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

**For Star Paper Mills Limited**

**-sd-**  
**Saurabh Arora**  
Company Secretary

Date: 17<sup>th</sup> April, 2023  
Place: Saharanpur-UP